

CERTIFIED TRUE COPY

No. of Pages 1 Date 7/15/99

By: [Signature]

Title: [Signature]

Internal Revenue Service

Cincinnati, Ohio

DEPARTMENT OF THE TREASURY

**INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201**

Date: JUL 08 1999

**KILPATRICK CIVIC FUND INC
C/O WILLIAM A PHILLIPS
150 W JEFFERSON STE 2500
DETROIT, MI 48226**

Employer Identification Number:

38-3401881

DLN:

17053163710019

Contact Person:

JOSEPH LAUX

ID# 31077

Contact Telephone Number:

(877) 829-5500

Internal Revenue Code

Section 501(c)(4)

Accounting Period Ending:

December 31

Form 990 Required:

Yes

Addendum Applies:

No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5

18715/99

Letter 948 (DO/CG)

**GOVERNMENT
EXHIBIT
KCF-2**

KCF-0002.0001

KILPATRICK CIVIC FUND INC

percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your exemption application, any supporting documents and this exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are made widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

Letter 948 (DO/CG)

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KILPATRICK CIVIC FUND INC

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

C. Ashley Lundberg
District Director

Letter 948 (DO/CG)

Form **8718**
(Rev. January 1997)
Department of the Treasury
Internal Revenue Service

1705316100200
**User Fee for Exempt Organization
Determination Letter Request**
▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only

Control number
Amount paid **50.00**
User fee screened **DD**

1 Name of organization

Kilpatrick Civic Fund

2 Employer Identification Number
38 : 3401881

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

a ☒ Initial request for a determination letter for:

Fee

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$150**

Note: If you checked box 3a, you must complete the Certification below.

Certification

I certify that the annual gross receipts of **Kilpatrick Civic Fund**
name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶ **Christine Beatty** Title ▶ **Treasurer**

b ☐ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$465**

c ☐ Group exemption letters ▶ **\$500**

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 97-3, 1997-1 I.R.B. 187.

Check the box on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

To avoid delays, send the determination letter application and Form 8718 to the applicable IRS address shown below. Use the address below even if a different address appears in another form or publication.

If the organization is in

Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont

Alaska, California, Hawaii, Idaho, Nevada, Oregon, Washington

Any state not listed above, a U.S. possession, or a foreign country

Send fee and request for determination letter to

Internal Revenue Service
EP/EO Division
P. O. Box 1680, GPO
Brooklyn, NY 11202

Internal Revenue Service
EO Application
EP/EO Division
McCasin Industrial Park
2 Cupania Circle
Monterey Park, CA
91755-7406

Internal Revenue Service
P. O. Box 192
Covington, KY
41012-0192

Attach Check or Money Order Here

Post Mark

Received

JUN 02 '98

JUN 09 '98

Internal Revenue Service
Covington, KY

Cat. No. 64728Z

Form 8718 (Rev. 1-97)

KCF-0002.0004

**Application for Recognition of Exemption
Under Section 501(a)**

1705316371001

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. A User Fee must be attached to this application.
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) Kilpatrick Civic Fund, Inc.		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 38 : 3401881
1b c/o Name (if applicable) William A. Phillips		3 Name and telephone number of person to be contacted if additional information is needed William A. Phillips (313) 496-7526
1c Address (number and street) 150 West Jefferson	Room/Suite Suite 2500	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Detroit, MI 48226		
1e Web site address	4 Month the annual accounting period ends December	5 Date incorporated or formed June 1, 1999
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see Instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

Kwame M. Kilpatrick
(Signature)

Kwame M. Kilpatrick
(Type or print name and title or authority of signer)

6/1/99
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

MGA

1705316100200
**Application for Recognition of Exemption
Under Section 501(a)**

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 5 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Schedule F, page 14)
h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch, or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
k ☐ Section 501(c)(15)—Mutual insurance companies or associations other than life or marine (Schedule I, page 17)
l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment benefits (Schedule J, page 18)
m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)

Kilpatrick Civic Fund

2 Employer identification number (EIN) (if none, see Specific Instructions on page 2)
38 : 3401881

1b c/o Name (if applicable)

3 Name and telephone number of person to be contacted if additional information is needed

1c Address (number and street)
13160 W. McNichols

Room/Suite

Kwame M. Kilpatrick

1d City or town, state, and ZIP code

Detroit, Michigan 48235

(313) 931-9006

4 Month the annual accounting period ends
November

5 Date incorporated or formed
March 1, 1998

6 Activity codes (see back cover)
404 429 481

7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? ☒ Yes ☐ No
If "Yes," attach an explanation.

8 Has the organization filed Federal income tax returns or exempt organization information returns? ☐ Yes ☒ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

9 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☐ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
c ☒ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☒

PLEASE
SIGN
HERE

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Kushin L. Beatty
(Signature)

Treasurer
(Title or authority of signer)

3/25/98
(Date)

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See attached

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

Corporate contributions as well as individual contributions.

Part II -Activities

The purpose of the organization is to:

1. Promote community activities that enhance the neighborhoods in which the citizens of Detroit reside as well as those activities that contribute to the betterment of the lives of the youth of Detroit and surrounding communities.
2. To provide information to the citizens of the City of Detroit and the State of Michigan about legislative issues affecting their lives and to promote the importance of voting and related activities.
3. Participate in those activities that contribute the redevelopment of the positive image of the City of Detroit and benefit the community at large.

The following are examples of activities of the Kilpatrick Civic Fund:

1. The Civic Fund sponsored two (2) "Get Out To Vote" rallies. The Civic Fund held the first rally in August 1998 and the second in October 1998. The purpose of each rally was to encourage voter turn-out and registration. Citizens within the Northwest Detroit Community were educated on the importance of voting and how the voting process worked. Both rallies furthered the Civic Fund's purpose of educating citizens within the Northwest Detroit Community of the legislative and election processes.
2. The Civic Fund co-sponsored a charity little league football game with the West Side Cubs of the Police Athletic League in September 1998. Children from the Northwest Detroit Community participated in this game which raised \$20,000. The game furthered the Civic Fund's purpose of providing after school, team and image building programs for children within the Northwest Detroit Community.
3. The Civic Fund contributed to a seminar on educational and economic development given by positive lifestyles in September 1998. The donation furthered the Civic Fund's purpose of supporting crime prevention and economic empowerment initiatives within the Northwest Detroit Community.
4. The Civic Fund sponsored a voter education seminar in Grand Rapids. This seminar furthered the Civic Fund's purpose of educating citizens within urban communities of the voting process and the importance of voting.

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Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<div data-bbox="406 346 747 430">Kwame M. Kilpatrick, Chairman 4343 Leslie Detroit, MI 48238</div> <div data-bbox="406 441 714 525">Derrick Miller, Vice Chair 20219 Moross Detroit, MI 48224</div> <div data-bbox="406 535 714 619">Erik Rayford 2nd Vice Chair 18476 San Juan Detroit, MI 48221</div>	<div data-bbox="787 357 1015 462">Christine L. Beatty Treasurer 13272 Prest Detroit, MI 48227</div> <div data-bbox="787 472 990 577">Ayanna Kilpatrick Secretary 7445 LaSalle Detroit, MI 48206</div> <div data-bbox="1209 420 1258 451">N/A</div>

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

N/A

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

N/A

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

N/A

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

Membership is open to individuals who share the mission of the organization

8 Explain how your organization's assets will be distributed on dissolution.

Upon dissolution, any assets remaining after full and complete payment to debtor shall be donated to a 501(c)(4) organization with a similar purpose, by majority vote of the board of directors.

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No
If "Yes," attach a recent copy of each. No such materials have been published to date, however the organization shall publish voter education materials in the future.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From To 1999 2000	(b) 2000	(c) 2001	(d) 2002	
1 Gross dues and assessments of members	0	0	0		
2 Gross contributions, gifts, etc.	10,000	10,000	10,000		
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		
5 Gain from sale of assets, excluding inventory items (attach schedule)	0	0	0		
6 Investment income (see page 3 of the instructions)	0	0	0		
7 Other revenue (attach schedule)	0	0	0		
8 Total revenue (add lines 1 through 7)	10,000	10,000	10,000		
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes	6,000	6,000	6,000		
10 Expenses attributable to unrelated business activities	0	0	0		
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)	2,000	2,000	2,000		
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		
13 Compensation of officers, directors, and trustees (attach schedule)	0	0	0		
14 Other salaries and wages	0	0	0		
15 Interest					
16 Occupancy	1,000	1,000	1,000		
17 Depreciation and depletion	0	0	0		
18 Other expenses (attach schedule)	0	0	0		
19 Total expenses (add lines 9 through 18)	9,000	9,000	9,000		
20 Excess of revenue over expenses (line 8 minus line 19)	1,000	1,000	1,000		

B. Balance Sheet (at the end of the period shown)

Assets		Current Tax Year as of	
1 Cash		1	0
2 Accounts receivable, net		2	0
3 Inventories		3	0
4 Bonds and notes receivable (attach schedule)		4	0
5 Corporate stocks (attach schedule)		5	0
6 Mortgage loans (attach schedule)		6	0
7 Other investments (attach schedule)		7	0
8 Depreciable and depletable assets (attach schedule)		8	0
9 Land		9	0
10 Other assets (attach schedule)		10	0
11 Total assets		11	0
Liabilities			
12 Accounts payable		12	0
13 Contributions, gifts, grants, etc., payable		13	0
14 Mortgages and notes payable (attach schedule)		14	0
15 Other liabilities (attach schedule)		15	0
16 Total liabilities		16	0
Fund Balances or Net Assets			
17 Total fund balances or net assets		17	0
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18	0

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Schedule B**Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including pests, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☐ No

If "Yes," explain.

N/A

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

RCV BY:HCPSM

: 6- 1-99 :10:40AM : CORP & SECURITIES24

MILLER CANFIELD:# 1



Corporation, Securities & Land Dev. Bureau
6546 Mercantile Way
P.O. Box 30222
Lansing, MI 48909

To: JULIE H GOLDSWORTHY
MILLER CANFIELD PADDOCK AND ST
JULIE H GOLDSWORTHY
DETROIT, MI 48226
913134968452

From: D. MENDENHALL
CORPORATION DIVISION
P.O. BOX 30054
LANSING, MI 48909

Subject: TOTAL FEE PAID: \$20.00

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100-0012

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6- 1-99 10:41AM : CORP & SECURITIES2- MILLER CANFIELD: # 2
Corporation, Securities & Land Dev. Bureau p.1

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

KILPATRICK CIVIC FUND, INC.

ID NUMBER: 751928

received by facsimile transmission on May 28, 1999 is hereby endorsed

Filed on June 1, 1999 by the Administrator.

The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.



In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 1st day
of June, 1999.

Julie Coll

, Director

Corporation, Securities and Land Development Bureau

Sent by Facsimile Transmission 15269

108 0013

ARTICLES OF INCORPORATION
OF
KILPATRICK CIVIC FUND, INC.

These Articles of Incorporation are signed by the incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as follows:

ARTICLE I

The name of the corporation is KILPATRICK CIVIC FUND, INC.

ARTICLE II

1. The purposes for which the corporation is organized are as follows:

- (a) To promote community activities that enhance the neighborhoods in which the citizens of Detroit reside as well as those activities that contribute to the betterment of the lives of the youth of Detroit and surrounding communities.
- (b) To provide information to the citizens of the City of Detroit and the State of Michigan about legislative issues affecting their lives and to promote the importance of voting and related activities.
- (c) To participate in those activities that contribute to the redevelopment of the positive image of the City of Detroit and benefit the community at large.
- (c) To operate and act exclusively for charitable and educational purposes.
- (c) To receive and administer assets exclusively for charitable, educational, religious or scientific purposes.
- (d) To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the corporation.

2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on (i) by an organization which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (the "Code"), and which is exempt from Federal income tax under Section 501(a) of the Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

3. No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

4. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

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6/01/99

10:25:40

0-1-10 110:42AM : CORP & SECURITIES2-
Corporation, Securities & Land Dev. Bureau p.3

MILLER CANFIELD:# 4

5. No substantial part of the activities of the corporation shall consist of providing commercial-type insurance.

ARTICLE III

1. The corporation is organized upon a nonstock basis.
2. The assets which the corporation possesses are:
Real Property - None
Personal Property - None
3. The corporation is to be financed by gifts, grants and contributions and possibly revenue from the provision of charitable and educational services.
4. The corporation is organized on a directorship basis.

ARTICLE IV

1. The address and the mailing address of the registered office is:
150 West Jefferson
Suite 2500
Detroit, MI 48226
2. The name of the resident agent at the registered office is William A. Phillips.

ARTICLE V

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Residence or Business Address</u>
William A. Phillips	150 West Jefferson, Suite 2500 Detroit, Michigan 48226

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

1. As used in this Article the term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the "Act").

2. To the fullest extent permitted under Section 209(c) of the Act, a volunteer director of the corporation shall not be personally liable to the corporation for monetary damages for a breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director for any of the following:

- (a) a breach of the director's duty of loyalty to the corporation;
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) a violation of Section 551(1) of the Act;
- (d) a transaction from which the director derived an improper personal benefit; or
- (e) an act or omission that is grossly negligent.

A volunteer director of the corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation to the extent set forth in this Section 2.

3. To the fullest extent permitted under Section 209(d) of the Act, the corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for such a breach of a volunteer director's duty to any person other than the corporation shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the corporation, which shall be liable for the breach of the volunteer director's duty. Notwithstanding anything to the contrary immediately above, this Section 3 shall apply and have force only if, and as long as, the corporation is exempt from federal income tax pursuant to Section 501(c)(3) of the Code or is eligible to be exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE VIII

1. No part of the net earnings of the corporation shall be distributed to, or inure to the benefit of, any director or officer of the corporation, contributor or individual as prohibited by Section 501(c)(3) of the Code, the Michigan General Sales Tax Act or the Michigan Use Tax Act.

2. In the event of the dissolution of the corporation, all of the corporation's assets, real and personal, shall be distributed to a 501(c)(4) organization with a similar purpose, by majority vote of the Board of Director. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court of the county in which the principal office of the corporation is then located to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

3. In the event the corporation is determined to be a "private foundation", as that term is defined in Section 509(a) of the Code, then for the purpose of complying with the requirements of Section 508(e) of the Code, the corporation shall:

- (a) Distribute such part of its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (b) Not engage in any act of self-dealing as defined in Section 4941 of the Code;
- (c) Not retain any excess business holdings as defined in Section 4943 of the Code;
- (d) Not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) Not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE IX

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on this corporation.

I, the sole incorporator, sign my name this 14th day of May, 1999.


William A. Phillips

DELIB:3054138 2400000-00000

KLPATRICK CIVIC FUND

BYLAWS

ARTICLE I

OFFICES

The Corporation shall at all times maintain a registered office in the State of Michigan and a registered agent at that address, 13160 McNichols, Detroit, MI 48235, but may have other offices located within or without the State of Michigan as the Board of Directors shall determine.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 2.2. Number and Term of Office. The number of directors shall be such number, but not less than one (1) nor more than twenty (20), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall be appointed by the President of the Corporation and shall serve for a term of one (1) year and until their successors have been appointed.

Section 2.3. Vacancies. The directors may (1) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or (2) fill any directorship created by reason of an increase in the number of directors, such appointment by the directors to continue for a term of office until the next appointment by the President and until the appointment of the successor.

**** Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose. An appointed director may be removed without cause by the person appointing the director.****

Section 2.4. Place of Meeting. The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Michigan, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.

**** Section 2.5. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held on the 30th of April in each year if not a legal holiday, and if a legal holiday then on the next succeeding day not a legal holiday, unless otherwise determined by resolution by the Board of Directors for the purpose of electing directors to succeed those whose terms have expired as of the date of such annual meeting. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

Section 2.6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any director or by the President. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, telex, telecopy, or cablegram; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

Section 2.7. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

Section 2.8. Action in Lieu of Meeting. Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and any further requirements of law pertaining to such consents have been complied with. [Note- Section 14-3-821(b) of the Michigan Nonprofit Corporation Code provides that the articles of incorporation or bylaws may permit actions to be taken by less than all, but not less than a majority of the directors.]

Section 2.9. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board or of any Committee and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 2.10. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of the President and at least one other director. The Nominating Committee shall

by the Board of Directors at the regular meeting of the Board of Directors. The Committee shall be responsible for preparing a slate of directors for election at the next meeting of the Board of Directors.

Section 2.11. Committees. The Board of Directors may, by resolution passed by a majority of the Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE III OFFICERS

Section 3.1. Election, Tenure and Compensation. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer who shall be elected by the Board of Directors, and such other officers, including a Chairman of the Board, one or more Vice Presidents and one or more assistants to the foregoing officers as may be elected by the Board of Directors or appointed as provided in these bylaws. The officers shall be elected or appointed at the annual meeting of the Board of Directors to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. Except for the Chairman of the Board, the officers need not be directors. Any two or more of the above offices may be held by the same person. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

Section 3.2. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

Section 3.3. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. [He shall preside at all meetings of the members.]

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of

all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these bylaws.

Section 3.4. Powers and Duties of the Vice President. The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 3.5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of [members and directors] [directors] and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the [directors or members] [directors] upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of [members and of directors] [directors] in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 3.6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 3.7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

Section 3.8. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE IV

CORPORATE SEAL

Section 4.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on [the certificates of membership and other] [all] appropriate papers.

ARTICLE V

BANK ACCOUNTS AND LOANS

Section 5.1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or

orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 5.2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper, and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of November of each year.

Section 6.2. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the Corporation, or in default of any other address, to such director or officer at the general post office in the City of Detroit,

Michigan, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director or officer may waive any notice required to be given under these bylaws.

ARTICLE VII

AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE VIII

INDEMNIFICATION

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Michigan Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Michigan Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Michigan Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Michigan Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Section 6.2 of these bylaws.

Internal Revenue Service
District Director

Date: July 24, 1998

Kilpatrick Civic Fund
13160 W McNichols
Detroit, MI 48235

Department of the Treasury
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Employer Identification Number:
38-3401881
Person to Contact:
Jeffrey D. Sproul
Contact Telephone Number:
513-684-3578

Reply to:
EP/EO - Room 4522
Response Due Date:
August 14, 1998
FAX Number:
513-684-7297

Dear Sir or Madam:

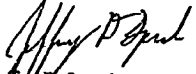
Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information to make that determination on your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,


Jeffrey D. Sproul
Exempt Organizations Specialist

Enclosure

Letter 1313(DO)

Kilpatrick Civic Fund

Note: All information must be submitted over the signature of an officer or authorized representative.

PLEASE ATTACH A COPY OF THIS LETTER TO ALL CORRESPONDENCE.

1. Please submit a copy of your Constitution that has been signed and dated by at least two officers of your organization. on We must have proof of the date your Constitution was formally adopted and this document must be signed by at least two members of your governing body.

Send all correspondence relating to this letter to the following address:

Internal Revenue Service
Department of the Treasury
P.O. Box 2508
Room 4522, Group 7210
550 Main Street
Cincinnati, OH 45201

Attention: J.D. Sproul

Or if you prefer you may FAX all responses with a separate cover sheet to the following:

J.D. Sproul
Group 7210
FAX Number: (513) 684-7297

This is a preliminary review of your application. This letter is soliciting information/documents we need in order to begin processing your application. Please be advised that your application could be assigned to another agent in another IRS office for processing to completion.

PLEASE SAVE A COPY OF ALL CORRESPONDENCE THAT YOU SEND TO US AS WELL AS ANY CORRESPONDENCE WE SEND YOU.

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 28 1998**

KILPATRICK CIVIC FUND
13160 W MCNICHOLS
DETROIT, MI 48235

Employer Identification Number:
38-3401881
DLN:
17053161002008
Contact Person:
B. A. SIEREVELD
Contact Telephone Number:
(513) 241-5199
Our Letter Dated:
July 24, 1998
Form:
1120
Tax Years:
All Years
90-Day User Fee Response Date:

Dear Applicant:

NOV 28 1998

On the above date we wrote you about your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120. In that letter we asked you to send us additional information to show that you have met all legal requirements.

To date we have not received the information necessary to make a determination of your tax-exempt status. We therefore cannot process your application and have closed your case.

User fees are not refundable for requests that are closed because information necessary to make a determination is not received. However, if you send us a new Form 1024 within 90 days from the date of this letter, no additional amount is due. If you send a new Form 1024 more than 90 days after the date of this letter, another user fee payment is required.

If you do send us a new Form 1024, PLEASE ATTACH A COPY OF THIS LETTER and be sure your application includes the information we requested in our earlier letter referred to above.

You are required to file Federal income tax returns on the form and for the years shown above. File these returns with your key District Director for exempt organization matters within 60 days from the date of this letter, unless a request for an extension of time is granted. File returns for later tax years with the appropriate service center indicated in the instructions for those returns.

If you have any questions about this matter, please write to the person whose name is shown at the top of this letter, or you may call that person at the telephone number shown. If you write to us, please provide your telephone number and the most convenient time for us to call in case we need more information.

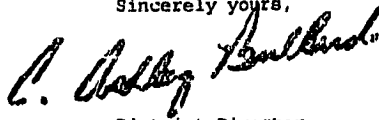
Letter 1315 (DO/CG)

8/27/98

KILPATRICK CIVIC FUND

Thank you for your cooperation.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "C. Aubrey Paulk".

District Director

Enclosures:
Application Form/Attachments

Letter 1315 (DO/CG)

November 30, 1998

IRS
201 W. Rivercenter Blvd.
Attn: Extracting Unit Stop 312
Covington, KY 41011

POSTMARK

NOV 30 '98

RECEIVED

DEC 02 '98

CINCINNATI
SERVICE CENTER

To Whom It May Concern:

This letter is regarding the Kilpatrick Civic Fund, EIN # 38-3401881. On August 28, 1998 we received the enclosed letter explaining that we had 90 days in which to submit the a new 1024 form and the previously requested information. However, the deadline date was 11/28/98 which fell on a Saturday during the Thanksgiving holiday. Therefore I have sent the information via overnight mail on the next business day following the 28th of November.

If you have any questions, please do not hesitate to contact me at 313-832-4354.

Sincerely,



Christine Beatty
Treasurer, Kilpatrick Civic Fund

Internal Revenue Service
District Director

Date: January 7, 1999

Kilpatrick Civic Fund
13160 W. McNichols
Detroit, MI 48235

Department of the Treasury
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Employer Identification
Number:
38-3401881
Person to Contact:
David Maupin
Contact Telephone Number:
513-684-6937
Response Due Date:
01/28/99
Fax Number:
513-684-6939

Dear Sir or Madam:

Thank you for the information recently submitted regarding your application for exemption. Unfortunately, we need more information before we can complete our consideration of your application.

Please furnish the information requested on the enclosure by the response due date shown above. If you do not provide the requested information in a timely manner, we will consider that you have not taken all reasonable steps to secure the determination you requested and we will close your case.

Please return the copy of our letter along with your response. It will help us to identify your file.

If you have any questions concerning this matter, or you cannot meet the response due date, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely yours,

David Maupin
Exempt Organizations
Specialist

Enclosure

ENCLOSURE
Page 2

Kilpatrick Civic Fund
38-3401881

Note: All information must be submitted over the signature of an officer or authorized representative.

PLEASE ATTACH A COPY OF THIS LETTER TO ALL CORRESPONDENCE.

Additional Information Requested:

1. Please state whether your Bylaws serve as your organizational document. If you have Articles of Association or a Constitution as an organizational document, please send us a copy of the document.
2. The copy of your Bylaws you submitted is not signed and it does not show the date it was adopted. If your Bylaws serve as your organizational document, we must have proof of the date your organizational document was formally adopted and this document must be signed by at least two members of your governing body.
 - a. If you have a copy of your original Bylaws which bears the signatures of at least two members of your governing body and which shows the date it was formally adopted, send a copy of it to us.
 - b. If you do not have a copy of the signed original Bylaws, you will have to send a declaration, signed by at least two of your principal officers, stating that the copy of the Bylaws you submitted is a complete and correct copy of the original and that the original was signed by at least two officers and indicate the date the Bylaws were adopted.
3. The information submitted with your application does not contain sufficient information in detail to fully describe your activities. Therefore, please submit a much more detailed description of those activities.

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAR 10 1999

KILPATRICK CIVIC FUND
13150 W MCNICHOLS
DETROIT, MI 48235

Employer Identification Number:
38-3401881
DLN:
17053332770008
Contact Person:
DAVID C MAUPIN ID# 31186
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
January 7, 1999
Form:
1120
Tax Years:
All Years
90-Day User Fee Response Date:

JUN 10 1999

Dear Applicant:

On the above date we wrote you about your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120. In that letter we asked you to send us additional information to show that you have met all legal requirements.

To date we have not received the information necessary to make a determination of your tax-exempt status. We therefore cannot process your application and have closed your case.

User fees are not refundable for requests that are closed because information necessary to make a determination is not received. However, if you send us a new Form 1024 within 90 days from the date of this letter, no additional amount is due. If you send a new Form 1024 more than 90 days after the date of this letter, another user fee payment is required.

If you do send us a new Form 1024, PLEASE ATTACH A COPY OF THIS LETTER and be sure your application includes the information we requested in our earlier letter referred to above.

You are required to file Federal income tax returns on the form and for the years shown above. File these returns with your key District Director for exempt organization matters within 60 days from the date of this letter, unless a request for an extension of time is granted. File returns for later tax years with the appropriate service center indicated in the instructions for those returns.

If you have any questions about this matter, please write to the person whose name is shown at the top of this letter, or you may call that person at the telephone number shown. If you write to us, please provide your telephone number and the most convenient time for us to call in case we need more information.

Letter 1315 (DO/CG)

2/115

KILPATRICK CIVIC FUND

Thank you for your cooperation.

Sincerely yours,

C. Ashley Bullard

District Director

Enclosures:

~~Application Form/Attachments~~

Letter 1315 (DO/CG)

KILPATRICK CIVIC FUND

If you provide the requested information within 90 days of the date of this letter, we can reopen your application without another Form 1024 or a new user fee.

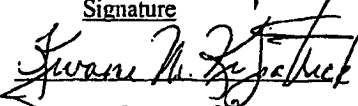
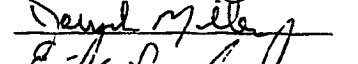
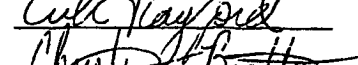
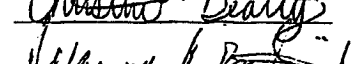
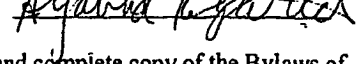
Letter 1315 (DO/CG)

**INCUMBENCY CERTIFICATE
OF THE
KILPATRICK CIVIC FUND, INC.**

The undersigned hereby certifies and affirms the following:

1. The undersigned is an officer of the Kilpatrick Civic Fund, Inc., a Michigan non-profit corporation (the "Civic Fund") and is authorized to, and hereby does, execute and deliver this Certificate in the name and on behalf of the Civic Fund.

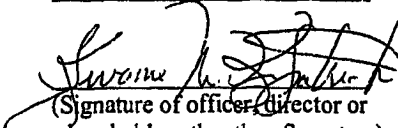
2. The persons named below are the officers of the Civic Fund duly holding the respective offices appearing opposite their names and appearing opposite of their offices is the genuine signature of such officers:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Kwame M. Kilpatrick	Chairman	
Derrick Miller	Vice Chairman	
Erik Rayford	2 nd Vice Chairman	
Christine L. Beatty	Treasurer	
Ayanna Kilpatrick	Secretary	

3. Attached hereto as Exhibit A is a true, correct and complete copy of the Bylaws of the Civic Fund. The Bylaws have not been amended, modified or revoked in any manner, and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have affixed my name as Secretary this 1st day of June, 1999.

The Above Statements are Correct


(Signature of officer, director or shareholder other than Secretary)

Founded in 1852
by Sidney Davy Miller

Sidney T. Miller (1854-1940)
George L. Canfield (1866-1928)
Lewis H. Paddock (1866-1935)
Ferris D. Stone (1882-1945)

WILLIAM A. PHILLIPS
TEL: (313) 496-7526
FAX: (313) 496-8451
E-MAIL: phillipaw@millercanfield.com

MILLER CANFIELD

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

150 West Jefferson, Suite 2500
Detroit, Michigan 48226 (313) 963-6420
FAX: (313) 496-7500
www.millercanfield.com

MICHIGAN: Ann Arbor
Bloomfield Hills • Detroit
Grand Rapids • Kalamazoo
Lansing • Monroe

New York, N.Y.
Washington, D.C.
POLAND: Gdynia
Katowice • Warsaw

AFFILIATED OFFICE:
Pensacola, FL

June 1, 1999

VIA EXPRESS MAIL

Mr. David Maupin
Exempt Organizations Specialist
Internal Revenue Service
Department of the Treasury
Room 4522
Cincinnati, Ohio 45201

Internal
Revenue Service
Cincinnati, Ohio

JUN 02 1999

Received
EP BRANCH

Re: Form 1024 of the Kilpatrick Civic Fund, Inc.

Dear Mr. Maupin:

Please find enclosed the information you requested in letters dated January 7, 1999 and March 19, 1999. In the January 7th letter you requested that the Kilpatrick Civic Fund, Inc. (the "Civic Fund") add and forward certain additional information to its Application for Recognition of Exemption Under Section 501(a). In the March 10th letter (attached hereto), you requested that the Civic Fund submit a replacement application. You stated in the March 10th letter that an additional user fee was not required if the requested information was forwarded to you before June 10, 1999.

Pursuant to both request, please find enclosed the following:

1. A replacement form 1024
2. Certified Articles of Incorporation; and
3. An Incumbency Certificate, with attached Bylaws.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Mr. David Maupin
Exempt Organizations Specialist

-2-

June 1, 1999

The enclosed information should answer each of the questions posed in your initial letter. Should additional questions or comments arise, please feel free to call.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By: William A. Phillips
William A. Phillips

WAP/WAT

DELIB:205193:1000000-00000
06/01/99 4:36 PM

KCF-0002.0038

DLN# 17053-161-00200-8

User fee Paid (\$ 150) (correct Y or N).

Form 1024 Ver: _____

Rev: 0496

EIN: 38-3401881

Control Date: 06/02/1998

Dist. Code 11

Organization Name/Address:
KILPATRICK CIVIC FUND
13160 W MCNICHOLS
DETROIT MI 48235

Type of Request I

Type of Entity 0

Accounting Period End (mm) 11

Activity Code 404

Section Applying 04

Advanced Ruling Requested N

Date of Incorporation/Formation 03/01/1998 ^{PM} _{APP}

Case Grade: 11

Is application Signed Y or N

- A - Budget
B - Organizing Document
C - By Laws

- D - Activities
E - Schedule
F - 872-C

Is 8718 Signed y

Did organization complete Balance Sheet? Y or N

If any of the following code sections are identified, please circle!

A - 501(c)(9)

B - 501(c)(12)

C - 501(c)(17)

Power of Attorney Information:

(1) POA Name:

(2) POA Name:

EDS Case # 318167467

Initials: JS

Kevin P

F1024 TE#:XVJAT

DLN# 17053-163-71001-9 User fee Paid (\$ 50) (correct? Y or N)

Form 1024 Ver: Rev: 0998 EIN: 38-3401881

Control Date: 06/01/1999 Dist. Code 11

Organization Name/Address:
KILPATRICK CIVIC FUND INC
In Care Of: WILLIAM A PHILIPS
150 W JEFFERSON STE 2500
DETROIT MI 48226

F7E
D. Marfin
7220

Type of Request S Type of Entity C Accounting Period End (mm) 12

Activity Code Section Applying 04

Advanced Ruling Requested N Date of Incorporation/Formation 06/01/1999

Case Grade: 09 Is application Signed Y or N

A - Budget
J - Organizing Document
C - By Laws
D - Activities
E - Schedule
F - 872-C

A-2
NO INX

Is 8718 Signed

Did organization complete Balance Sheet? Y or N

If any of the following code sections are identified, please circle!

A - 501(c)(9)

B - 501(c)(12)

C - 501(c)(17)

Power of Attorney Information:

(1) POA Name:

(2) POA Name:

EDS Case # 319175435

Initials: VW